

**BEFORE THE BOARD OF OIL, GAS AND MINING  
DEPARTMENT OF NATURAL RESOURCES  
STATE OF UTAH**

**EXHIBIT LIST FOR Bill Barrett Corporation**

**COUNSEL Relma M. Miller, Esq.,  
MacDonald & Miller Mineral Resources, PLLC**

**Board Hearing: June 24, 2015**

**Docket No. 2015-019**

**Cause No. 139-133**

<b>EXHIBIT #</b>	<b>Description</b>	<b>Offered as Evidence</b>	<b>Admitted as Evidence</b>
Exhibit A	BBC's potential witnesses' resumes (collectively 8 pages): <ul style="list-style-type: none"><li>• Timothy J. Bandy- Landman</li><li>• David M. Watts - Land Manager</li><li>• Brent A. Murphy - Drilling Engineering Advisor</li></ul>	✓	✓
Exhibit B	True and correct copies of the Board's Orders entered in Cause Nos. 131-14, 139-42 and 139-90 (collectively 35 pages).	✓	✓
Exhibit C	Plat reflecting SA 16-25-23 Well location and oil and gas tracts within the Section 25 drilling unit (1 page).	✓	✓
Exhibit D	True and correct copies of Letters dated August 15, 2013 and September 25, 2014 (without referenced attachments) from BBC to Encana Oil & Gas (USA) Inc. ("Encana") providing elections to participate in the SA 16-25-23 Well; of return receipts for each confirming delivery by USPS; and of an e-mail dated October 9, 2014 from Jessica L. Sellyei, of Encana, advising that Encana has no record of owning leases in Section 25 (collectively 8 pages).	✓	✓

<b>EXHIBIT #</b>	<b>Description</b>	<b>Offered as Evidence</b>	<b>Admitted as Evidence</b>
Exhibit E	True and correct copies of Letters dated August 15, 2013 and November 4, 2014 (without referenced attachments) from BBC to Mega Petroleum Inc. ("Mega") providing elections to participate in the SA 16-25-23 Well (both returned as undeliverable), and a copy of the results of an online inquiry of the Wyoming Secretary of State indicating the status of Mega as "Inactive" (collectively 7 pages).	✓	✓
Exhibit F	True and correct copies of Letters dated August 15, 2013 and November 4, 2014 (without referenced attachments) from BBC to O'Leary Properties, Inc. ("O'Leary") providing elections to participate in the SA 16-25-23 Well (both returned as undeliverable), and a copy of the results of an online inquiry of the Utah Division of Corporations and Commercial Code indicating the corporate status of O'Leary as "Expired" (collectively 7 pages).	✓	✓
Exhibit G	True and correct copies of Letters (without referenced attachments) from BBC to Blue Dunn, LLC, as Executive Rights Owner, dated September 6, 2013 providing an opportunity to lease or participate in the SA 16-25-23 Well; dated November 17, 2014 providing an election to participate in the SA 16-25-23 Well; and of return receipts confirming delivery by USPS (collectively 6 pages).	✓	✓
Exhibit H	True and correct copies of Letters dated June 3, 2014 and November 17, 2014 (without referenced attachments) from BBC to Falcon Royalties, LLC, as Executive Rights Owner, with elections to participate in the SA 16-25-23 Well, and of return receipts confirming delivery by USPS (collectively 6 pages).	✓	✓

<b>EXHIBIT #</b>	<b>Description</b>	<b>Offered as Evidence</b>	<b>Admitted as Evidence</b>
Exhibit I	True and correct copies of Letters dated June 9 and November 17, 2014 (without referenced attachments) from BBC to Jeff Nicora with elections to participate in the SA 16-25-23 Well, with evidence of delivery of the first and return of the second (collectively 6 pages).	✓	✓
Exhibit J	True and correct copies of Letters dated June 9 and November 17, 20 14 (without referenced attachments) from BBC to Tracie Brown with elections to participate in the SA 16-25-23 Well, with evidence of delivery of the first and return ofthe second (collectively 6 pages).	✓	✓
Exhibit K	True and correct copies of Letters dated September 6, 2013 and November 17, 2014 (without referenced attachments) from BBC to Keith A. Walker providing an opportunity to lease or participate in the SA 16-25-23 Well, with evidence of delivery of the first and return of the second (collectively 6 pages).	✓	✓
Exhibit L	True and correct copies of Letters (without referenced attachments) from BBC to Laurence Scott Noble dated September 6, 2013 providing an opportunity to lease or participate in the SA 16-25-23 Well; dated November 17, 2014 with an election to participate; and evidence of the return of both (collectively 6 pages).	✓	✓
Exhibit M	True and correct copies of Letters (without referenced attachments) from BBC to Robert D. Noble dated September 6, 2013 providing an opportunity to lease or participate in the SA 16-25-23 Well; dated November 17, 2014 with an election to participate; and evidence of the return of both (collectively 6 pages).	✓	✓

<b>EXHIBIT #</b>	<b>Description</b>	<b>Offered as Evidence</b>	<b>Admitted as Evidence</b>
Exhibit N	True and correct copies of Letters (without referenced attachments) from BBC to Thomas K. Gray and Jey Gray dated September 6, 2013 providing an opportunity to lease or participate in the SA 16-25-23 Well; dated November 17, 2014 with an election to participate; and evidence of the return of both (collectively 6 pages).	✓	✓
Exhibit O	True and correct copies of Letters dated June 9, 2014 and November 17, 2014 (without referenced attachments) from BBC to Thomas W. Parker providing elections to participate in the SA 16-25-23 Well, and evidence of the return of both (collectively 6 pages).	✓	✓
Exhibit P	True and correct copies of Letters (without referenced attachments) from BBC to Charles E. Ackerman dated September 6, 2013 providing an opportunity to lease or participate in the SA 16-25-23 Well; dated November 17, 2014 with an election to participate; and evidence of the return of both (collectively 6 pages).		
Exhibit Q	True and correct copies of Letters dated September 17, 2013 from BBC to NCNB Texas National Bank ("NCNB"), as trustee of four separate unnamed trusts for the benefit of Billy Easley, Gay Crabb Karger, Lawrence E. Karger and Helen Crabb Seline, respectively, with executed elections not to participate or lease (collectively 8 pages).	✓	✓

<b>EXHIBIT #</b>	<b>Description</b>	<b>Offered as Evidence</b>	<b>Admitted as Evidence</b>
Exhibit R	True and correct copies of Letters dated November 17, 2014 from BBC to NCNB, as trustee of four separate unnamed trusts for the benefit of Billy Easley, Gay Crabb Karger, Lawrence E. Karger and Helen Crabb Seline, respectively, with executed elections not to participate or lease (collectively 8 pages).	✓	✓
Exhibit S	True and correct copies of a Letter dated September 18, 2014 from BBC to Newfield Production Company ("Newfield"), with executed Election to Participate and Approval for Expenditure (collectively 2 pages).	✓	✓
Exhibit T	True and correct copies of e-mails dated March 11, 15 and 30, 2015 between Timothy J. Bandy of BBC, and Robbie Miller of Newfield regarding Newfield's failure to execute a Joint Operating Agreement (collectively 2 pages).	✓	✓
Exhibit U	True and correct copy of an Oil and Gas Lease dated October 15, 1963, recorded November 20, 1963 in Book 53 MR, Page 246, Entry No. 131222, records of Duchesne County, from Lester Hanson and Vera H. Gagon, Trustees, under that certain Trust Agreement dated March 18, 1963, executed by the heirs of Paul Soren Hanson, deceased, covering an undivided interest in Tract 2 of Section 25 (collectively 2 pages).	✓	✓
Exhibit V	True and correct copy of the initial APE for the SA 16-25-23 Well, enclosed with offers to participate (collectively 7 pages).	✓	✓
Exhibit W	Proposed Joint Operating Agreement (not attached hereto; previously submitted as Exhibit "1" to the RAA).	✓	✓

<b>EXHIBIT #</b>	<b>Description</b>	<b>Offered as Evidence</b>	<b>Admitted as Evidence</b>
Exhibit X	Worksheets reflecting calculation of weighted average fee landowner's royalty over subject Section 25 (collectively 2 pages).		
Revised Exhibit X	Worksheets reflecting calculation of weighted average fee landowner's royalty over subject Section 25 (collectively 2 pages).	✓	✓
Exhibit Y	True and correct copy of the actual cost APE for the SA 16-25-23 Well (1 page).	✓	✓
Exhibit Z	Nearby well and production status plat (as of spud date of the SA 16-25-23 Well) (1 page).	✓	✓
Exhibit 1	True and correct copy of the Notice of Opportunity to Lease or Participate in Oil and Gas Well and of Filing of Request for Agency Action and Hearing Thereon, as published in the Uintah Basin Standard on April 21, 28 and May 5, 2015 (to be supplemented prior to hearing when the Proof of Service is received from the Uintah Basin Standard) (collectively 2 pages).	✓	✓
Exhibit 2	True and correct copies of return receipts indicating receipt of a copy of the RAA by, or the status of delivery to, the compulsory pooled parties identified in the Certificate of Service dated April 17, 2015 (as of April 27, 2015; to be supplemented prior to hearing) (collectively 38 pages).	✓	✓
Supplement to Exhibit 2	6/18/2015 Supplement to Exhibit 2 True and correct copies of return receipts indicating receipt of a copy of the RAA by, or the status of delivery to, the compulsory pooled parties identified in the Certificate of Service dated April 17, 2015 (as of June 18, 2015) (collectively 16 pages).	✓	✓

EXHIBIT #	Description	Offered as Evidence	Admitted as Evidence
Exhibit 3	True and correct copies of a letter dated May 7, 2015 (without referenced attachments) from BBC to Bradley C. Goodrich with elections to lease or participate in the SA 16-25-23 Well, with proof of delivery on May 8, 2015; and copy of letter dated May 8, 2015, appended to a letter dated August 14, 2014 from Bill Barret Corporation, through its broker Greenshell Energy Corp. to Bradley C. Goodrich, with offer to lease his interest (without referenced attachments) and return receipt evidencing delivery on May 13, 2015 (collectively 8 pages).	✓	✓